

(UPDATED FOR)  
ASSOCIATIONS INCORPORATION ACT 2009 (NSW)  
to Comply with Schedule 1

CONSTITUTION  
OF  
THE  
New South Wales Fishing  
Clubs' Association  
Incorporated

AS ACCEPTED AT THE ASSOCIATION'S GENERAL MEETING HELD

On the 27<sup>th</sup> September 2014 (with corrections added)

And having the corrections ratified at NSWFCA Incorporated Management Meeting  
held on 23<sup>rd</sup> November 2014

## **OBJECTS OF NEW SOUTH WALES FISHING CLUBS' ASSOCIATION INCORPORATED**

- (a) To organize and encourage the formation of amateur Fishing Clubs in NSW as a State Sporting Organisation through Divisions and to develop the better acquaintance, good fellow ship and closer comradeship among amateur anglers.
- (b) To organize, administer and control New South Wales Fishing Clubs' Association Incorporated competitions and conventions within the State of New South Wales and the A.C.T.
- (c) To affiliate with and promote the Australian Anglers Association and conduct and organize National Angling and Casting conventions and championships where required.
- (d) To protect the rights and privileges of Affiliate members.
- (e) To adjudicate when called upon in disputes arising within affiliated Divisions
- (f) To invest, borrow, raise or accept monies or properties in such manner as the Association shall think fit.
- (g) To assist generally in the promotion, conduct and propagation of angling in the State of New South Wales or elsewhere and to assist in the provision of training and further education of its members.
- (h) To engage actively in the promotion of the sport amongst junior anglers.
- (i) To encourage uniformity of rules for the control and regulation of angling competitions.
- (j) To provide information, offer assistance and guidance to government bodies if and whenever invited and to serve in an advisory capacity wherever necessary.
- (k) To make representation on behalf of members in the State of New South Wales to such bodies, associations and organizations as considered in the best interests of the sport of amateur fishing.
- (l) To keep all relevant records as shall assist in the furtherance and promotion of all or any of the above objects.
- (m) To affiliate with and/or subscribe to any organization or service deemed beneficial.
- (n) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real or personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the Objects of the Association.
- (o) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Objects of the Association or any of them and to obtain from any such government or authority any

rights, privileges and concessions which the Association may think desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (p) Arrangements as are incidental or conducive to the attainment of the objects of the Association and to construct, improve, maintain, develop, work, manage, carry out, alter or control any house, building, grounds, works or conveyances which may seem calculated directly or indirectly to advance the interests of the Association and to contribute, to subsidise, or otherwise assist and take place in the construction, improvement, maintenance, development working, management, carrying on, alteration or control thereof.
- (q) To invest and deal with any money belonging to the Association not immediately required in such manner as the Association thinks fit.
- (r) To borrow or raise or secure the payment of money in such manner as the Association may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other arrangement incurred or to be entered into by the Association in any way.
- (s) To print and publish any new papers, periodicals, books or leaflets the Association may think desirable for the promotion of its objects.
- (t) To do any such acts, deeds, matters and things and to enter into and make such Association.
- (u) To have in place policies covering the Association in Member Protection, Member Discrimination and Harassment Grievance Policy and Procedures, Child Protection, Drugs in Sport, Privacy Policy and Code of Conduct.

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## Part 1 – Preliminary

### 1. Definitions

(1) In this Constitution:

**Association** means the NSW Fishing Clubs' Association Inc. or (NSWFCA Inc).

**Division** means a fishing organisation comprising at least three affiliated Clubs, which is recognised as a Member of the Association in accordance with clause 5.

**Affiliated Club** means a Member of the Association, which is affiliated to a Division in accordance with this Constitution.

**Constitution** means this Constitution of the Association.

**Committee** means the committee that is formed in accordance with Part 3 of this Constitution.

**Delegate** means a person appointed by a Division to attend, debate and vote on behalf of a Division at general meetings of the Association in accordance with this Constitution.

**Individual Member** means an individual person who is recognised as a tiered member of the Association by virtue of his / her joining through an affiliated Club.

**Ordinary Committee Member** means a member of the Committee who is not an office-bearer of the Association, as referred to in clause 18(1).

**President** means the person holding that office under this Constitution as President of the Association and the presiding Head of the Association.

**Vice President** means the person holding that office under this Constitution as Vice President.

**Secretary** means

(a) The person holding that office under this Constitution as Secretary of the Association, or

(b) If no such person holds that office – the public officer of the Association.

**Treasurer** means the person holding that office under this Constitution.

**Public Officer** means the person holding that office under this Constitution.

**Special General Meeting** means a general meeting of the Association other than an Annual General Meeting. (**AGM**).

**Director-General** means the Director-General of the Department of Fair Trading.

**The Act** means the *Associations Incorporation Act 2009 No. 7*.

**The Regulation** means the *Associations Incorporation Regulation 2010*.

- (2) In this Constitution:
- (a) A reference to a function includes a reference to a power, authority and duty, and
  - (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.
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## **Part 2 – Membership**

### **2. Classes of Members**

The members of the Association shall consist of:

- (a) Divisions, which subject to this Constitution, shall be represented by their Delegate(s) who shall have the right to be present, debate and exercise the single vote of the Division at general meetings of the Association;
- (b) Affiliated Clubs, which subject to this Constitution, shall be entitled to appoint a representative to attend but not debate or vote on behalf of the affiliated Club at general meetings of the Association (affiliated Clubs shall appoint their own delegates to attend, debate and vote at meetings of their relevant Division);
- (c) Individual Members, who subject to this Constitution, may attend general meetings, but have no right to debate or vote at general meetings;
- (d) Life Members, who subject to this Constitution, may attend and debate at general meetings, but have no right to vote at general meetings, unless acting in the capacity of a Delegate of a Division;
- (e) Such new classes of Members created by the Association under clause 3 following.

### **3. Creation of New Categories**

- (a) The Association at an annual general meeting has the right and power to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of members.

- (b) A resolution of the annual general meeting to create a new category of membership must be a special resolution.
- (c) No new category of membership may be granted voting rights.

#### **4. Life Members**

- (a) The Committee may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Association, where such service is deemed to have assisted the advancement of the Association be appointed as a Life Member.
- (b) A resolution of the annual general meeting to confer life membership (subject to clause (3)) on the recommendation of the Committee must be a special resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.

#### **5. Divisions**

##### **(1) Status of Divisions**

An entity which is recognised as an official representative of and controlling authority by the Association shall be recognised as a Division and a voting member and shall administer the interests of the Association where necessary in accordance with the objects of the Association.

##### **(2) Compliance of Divisions**

The Divisions acknowledge and agree that each of them shall:

- (a) Nominate up to five (5) Delegates annually at a general meeting of the Division to attend, debate and exercise the single vote of the Division at general meetings of the Association, and shall inform the Association of the details of those persons accordingly;
- (b) Acknowledge and consent to be governed and bound by the Constitution of the Association in all matters relevant to the management of the Association.

##### **(3) Application for membership of the Association by a new Division**

- (a) Application for membership of the Association as a Division shall be made in writing in the form prescribed. A Division shall consist of an organization exercising local control over no less than three fishing Clubs. A fishing Club shall constitute an organization consisting of members whose objects



include the practice of angling in a locality within the State of New South Wales and the A.C.T.

- (b) The Public Officer of the Association shall receive all such applications, which must set out the names of all proposed member Clubs and office bearers of each club and the proposed name of the Division and such other information as the Association may desire.
- (c) The Association may accept or reject an application whether the applicant has complied with the requirements in clauses (3)(a) and (b) or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (d) Where the Association accepts an application for the recognition as a Division, the applicant shall become, and be recognised as, a Division. The Committee shall amend the register of Members accordingly as soon as practicable.
- (e) Where the Association rejects an application it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.
- (f) A Division wishing to withdraw from the Association shall give notice in writing to the Public Officer and, on discharging all fees and other obligations that may be due such resignation shall be accepted.
- (g) A Division which has been notified in writing that its subscription or fees of any kind are in arrears shall be liable to be removed as a Division and shall not be readmitted until all arrears have been paid.
- (h) A Division may only be expelled from the Association through a Special Resolution.
- (i) A Division may make such rules and by laws that it requires for the local administration of angling within its Division provided that such rules and by laws do not infringe on the terms of their membership of the Association.

## **6. Affiliation of Clubs**

### **(1) Application for Affiliation**

An application for affiliation by a club ("applicant") must be:

- (a) In writing on the form prescribed from time to time by the Committee, from the applicant or its nominated representative and lodged with the relevant Division and with the Committee of the Association.
- (b) Substantially in conformity with this Constitution and those of those of a relevant Division and register of members.

- (c) Accompanied by the appropriate fee, if any.

An affiliated Club may make such rules and by laws that it requires for the local administration of angling within its Club provided that such rules and by-laws do not infringe on the terms of their membership of the Association.

(2) **Discretion to Accept or Reject Application**

- (a) A Division or the Association may accept or reject an application whether the applicant has complied with the requirements in clause (1) or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where a Division accepts an application for recognition as an affiliated Club, and the Association ratifies such acceptance, the applicant shall become an affiliated Club. Membership of the Association shall be deemed to commence upon acceptance of the application by the Division or the Association. The Committee shall amend the register of Members accordingly as soon as practicable.
- (c) Where a Division or the Association rejects an application the Division or Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Division and / or Association.

**7. Individual Members**

(1) **Application for Membership**

An application for affiliation as an Individual Member must be made by applicant or their nominated representative:

- (a) In writing on the form prescribed by the affiliated Club and the affiliated Club must in turn lodge the application with the relevant Division and the Division must in turn lodge the application with the Association; and
- (b) Accompanied by the appropriate fee, if any.

(2) **Discretion to Accept or Reject Application**

- (a) The Association, Division, or affiliated Club may accept or reject an individual's application whether the individual applicant has complied with the requirements in clause (1) above or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association, Division, or affiliated Club accepts an application, the individual applicant shall become an Individual Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Division, or affiliated Club or the Association. The Committee shall amend the register of Members accordingly as soon as practicable.

- (c) Where a Division, or affiliated Club or the Association rejects an application the Division, affiliated Club or Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Division, affiliated Club or Association.

**(3) Deeming Provisions**

- (a) All persons who are individual members (howsoever described) of a Division, or an affiliated Club prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.
- (b) All affiliated Clubs of Divisions of the Association prior to the time of approval of this Constitution under the Act, shall be deemed affiliated Clubs from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.
- (c) The Divisions shall, whenever requested by the Association, provide to the Association, such details of Individual Members and affiliated Clubs as are required by the Association under this Constitution.

**8. Membership Renewal**

In order to remain members, Individual Members and affiliated Clubs and Divisions must:

- (a) Renew their membership with their respective affiliated Club, Division and / or the Association annually;
- (b) Otherwise remain registered unfinancial members of their affiliated Club, Division and / or the Association in accordance with the procedures applicable from time to time; and
- (c) Pay the annual fees prescribed by the Association from time to time (if any) to the Association through their respective affiliated Club or Division.

**9. Effect of Membership**

Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and the Association and they are bound by this Constitution and the Association's by-laws;
- (b) They shall, comply with and observe this Constitution and the Association's by-laws and any determination, resolution or policy, which may be made or

passed by the Association or the Committee or any other duly authorised committee;

- (c) By submitting to this Constitution and the Association's by-laws they are subject to the jurisdiction of the Association;
- (d) This Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Member and the sport of fishing;
- (e) This Constitution and the Association's by-laws are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of the sport of fishing; and
- (f) They are entitled to all benefits, advantages, privileges and services of Association membership.

#### **10. Cessation of Membership**

A person or organisation ceases to be a member of the Association if the person or organisation as the case may be:

- (a) Dies, or
- (b) Resigns membership, or
- (c) Is expelled from the Association.

#### **11. Membership Entitlements Not Transferable**

A right, privilege or obligation, which a person or organisation has by reason of being a member of the Association:

- (a) Is not capable of being transferred or transmitted to another person or organization; and
- (b) Terminates on cessation of the person's or organisations membership.

#### **12. Resignation of Membership**

- (a) A member of the Association is not entitled to resign that membership except in accordance with this Constitution.
- (b) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the membership registrar written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- (c) If a member of the Association ceases to be a member under clause 12(b), and in every other case where a member ceases to hold membership, the membership registrar must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **13. Register of Members**

- (a) The membership registrar of the Association must establish and maintain a register of members of the Association specifying the name and address of each person or organisation who or which is a member of the Association together with the date on which the person became a member.
- (b) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (c) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or if some other amount is determined by the Committee - that other amount.
- (d) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (e) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

### **14. Fees and Subscriptions**

- (a) A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Association, that other amount.
- (b) In addition to any amount payable by the member under clause 12(a), a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the Association, that other amount:
  - (i) Except as provided by paragraph (b), before 1 July in each calendar year, or

- (ii) If the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

## **15. Members' Liabilities**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 14.

## **16. Resolution of Internal Disputes**

- (a) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centre's Act 1983.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.
- (d) .

## **17. Disciplining of Members**

- (1) A complaint may be made to the Committee, for referral to the Association, by any person that is a member of the Association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Association.
- (2) The Association by general resolution at any meeting may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Association decides to deal with the complaint, the Association:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Association in connection with the complaint, and must take into consideration any submissions made by the member in connection with the complaint; and

- (c) must take into consideration any submissions made by the member in connection with the complaint.
  - (4) The Association may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
  - (5) If the Association expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken.
  - (6) The expulsion or suspension takes effect upon the decision of the Association.
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### **Part 3 – The Committee**

#### **18. Powers of the Committee**

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Committee:

- (a) is to control and manage the day to day affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution and By-Laws to be exercised by a general meeting of members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

#### **19. Composition and Membership of Committee**

- (1) The committee is to consist of:
  - (a) the office-bearers of the Association; and
  - (b) either a minimum of 3 or a maximum of 5 Ordinary Committee Members, each of who is to be elected at the annual general meeting of the Association under clause 20;
- (2) The Secretary is to hold the position of Public Officer.
- (3) The office-bearers of the Association are to be:
  - (a) The President;

- (b) The Vice-President;
  - (c) The Treasurer; and
  - (d) The Secretary.
- (4) Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

## **20. Election of Ordinary Committee Members**

- (1) Nominations of candidates for election as office-bearers of the Association or as Ordinary Committee Members of the:
- (a) must be made in writing, signed by an official of two (2) financial Divisions of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the secretary of the Association at least 6 weeks before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated, are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated are taken as being elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and Ordinary Committee Members is to be conducted at the annual general meeting in such usual and proper manner as the Association may direct.

## **21. President**

- (1) The President will preside at all Annual General Meetings, Special General Meetings, General meetings and meetings of the Committee when in attendance.



- (2) At all times the President will be the Head of the Association and represent the Association at all levels with dignity and fairness.
- (3) The duty of the President is to adjudicate, control and cause acceptable service delivery caused by this Constitution.

## **22. Vice President**

- (1) It is the duty of the Vice President to act as the Association representative and presiding office holder in the absence of the President or on behalf of the President at the President's request.

## **23. Secretary**

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) All appointments of office-bearers and members of the Committee,
  - (b) The names of members of the Committee present at a Committee meeting or a general meeting, and
  - (c) All proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **24. Treasurer**

It is the duty of the Treasurer of the Association to ensure:

- (a) That all money due to the Association is collected and received. That all payments authorised by the Association are made; and
- (b) That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

## **25. Public Officer**

The public officer is the official point of contact for the association and he/she is automatically one of the authorised signatories for the association. However, the public officer is not automatically a signatory to the association's bank account.

- (a) Must be over 18 years of age and reside in New South Wales.
- (b) The public officer is responsible for:

- (i) Notifying NSW Fair Trading of any change in the association's official address within 28 days;
- (ii) Collecting all association documents from former Committee members and delivering the documents to the new Committee member;
- (iii) Returning all association documents to a Committee member within 14 days, upon vacating office;
- (iv) Acting as the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the Committee as soon as possible;
- (v) Custody of any documents as required by the Constitution;
- (vi) The public officer must advise Fair Trading of a change of official address by lodging Form A9 - Notice of appointment of public officer and Notice of change of association address within 28 days after the current address becomes obsolete or unusable;
- (vii) Once the position becomes vacant, the committee must fill the position within 28 days.

**26. Casual Vacancies**

For the purposes of this Constitution, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) Dies; or
- (b) Ceases to be a member of the Association; or
- (c) Becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
- (d) Resigns office by notice in writing given to the secretary; or
- (e) Is removed from office under clause 27; or
- (f) Becomes a mentally incapacitated person; or
- (g) Is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months,

and the Committee may fill the vacancy by the appointment of a member as determined by the Committee but the Committee must give preference to candidates that were nominated for election at the previous annual general meeting.

## **27. Removal of Member**

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in clause 27(1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **28. Meetings and Quorum**

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or at the request of members of the Committee with due reason.
- (3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 7 days (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 28(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
  - (a) The President or, in the President's absence, the Vice President is to preside; or

- (b) If the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **29. Delegation by Committee to Sub-Committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - (a) This power of delegation; and
  - (b) A function, which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Subcommittee under this Constitution may while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Constitution has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A Sub-Committee may meet and adjourn, as it thinks proper.

## **30. Voting and Decisions**

- (1) Questions arising at a meeting of the Committee or of any Subcommittee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Subcommittee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 27(5), the Committee may act despite any vacancy on the Committee.

- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or the qualification of any member of the Committee or Sub-Committee.

### **31. Terms and Conditions of Office**

- (1) The office holders referred to in this Part 3 shall hold office:
- (a) for a period of one year and may otherwise, with the approval of the association continue to hold office until the election of a successor; and
  - (b) as honorary officers of the Association and shall not be entitled to any remuneration from the Association by way of salary, wages or otherwise by virtue of that office but shall be entitled to reimbursement of any costs and expenses reasonably incurred in performing the functions of their office such as may be approved by the Association.
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## **Part 4 – General Meetings**

### **32. Annual General Meetings – Holding Of**

- (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting:
- (a) Within the period of 18 months after its incorporation under the Act; and
  - (b) Within the period of 6 months after the expiration of the first financial year of the Association.
- (3) Clauses 32(1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

### **33. Annual General Meetings – Calling Of, And Business At**

- (1) At each annual general meeting the Association must resolve, subject to the Act and to clause 32, the date and the place and time for the next annual general meeting.
- (2) In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

- (b) To receive from the committee reports on the activities of the Association during the last preceding financial year;
  - (c) To elect office-bearers of the Association and the Ordinary Committee Members;
  - (d) To receive and consider any financial statement or report required to be submitted to the Members under the Act.
- (3) An annual general meeting must be specified as such in the first notice convening it with a minimum 12 weeks' notice.
  - (4) Nominations for the positions of office-bearers of the Association and the Ordinary Committee Members shall be lodged with the Committee not less than 6 weeks prior to the date of the annual general meeting.
  - (5) Notice of at least 4 weeks prior to the date of the annual general meeting shall be given by the Committee of the agenda for the annual general meeting.

#### **34. Special General Meetings – Calling Of**

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition in writing of Delegates from at least 5 Divisions convene a special general meeting of the Association.
- (3) A requisition of the Divisions in accordance with clause 34(2) for a special general meeting:
  - (a) Must state the purpose or purposes of the meeting; and
  - (b) Must be signed by the Delegates making the requisition; and
  - (c) Must be lodged with the Secretary at least 6 weeks prior to the intended meeting date; and
  - (d) May consist of several documents in a similar form, each signed by one or more of the Delegates making the requisition.
- (4) The Committee must, if a complaint is referred to it under clause 16, convene a special general meeting of the Association.
- (5) If the Committee fails to convene a special general meeting to be held within 1 month after:
  - (a) that date on which a requisition of Delegates for the meeting is lodged with the Secretary, any one or more of the Delegates who made the requisition may convene a special general meeting to be held not later than 3 months after that date; or

- (b) that date on a complaint is referred to it, the complainant Member may convene a special general meeting to be held not later than 3 months after that date.
- (6) A special general meeting convened by a Delegate or Delegates or complainant Member as referred to in clause 34(5) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Delegate or Member who consequently incurs expenses are entitled to be reimbursed by the Association for any expense so incurred.

### **35. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 30 days before the date fixed for the holding of the general meeting, give a notice to each Division specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 30 days before the date fixed for the holding of the general meeting, cause notice to be given to each Division specifying, in addition to the matter required under clause 35(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business, which may be transacted under clause 33(2).
- (4) A Division desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Division.

### **36. Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Delegates entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) One Delegate from five Divisions present in person (being Delegates entitled under this Constitution to vote on behalf of their Division at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) If convened on the requisition of members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of

the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

### **37. Presiding Member**

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent or unwilling to act, the Delegates present must elect one of their numbers to preside as chairperson at the meeting.

### **38. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Delegates present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Division of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 38(1) and 38(2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **39. Making of Decisions**

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 Delegates present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
  - (a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or



- (b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

#### **40. Special Resolution**

A resolution of the Association is a special resolution:

- (a) If it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person via their Delegate or by proxy at a general meeting of which at least 30 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) Where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

#### **41. Voting**

- (1) On any question arising at a general meeting of the Association each Division has one vote only.
- (2) All votes must be given personally by the Division (via their Delegates) or by proxy but no Division may hold more than one proxy of another Division.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a casting vote.
- (4) A Delegate is not entitled to vote at any general meeting of the Association unless all money due and payable by the Division, which appointed the Delegate to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

#### **42. Appointment of Proxies**

- (1) Each Division is to be entitled to appoint another Division as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

#### **43. Postal Ballots**

- (1) The association may hold a postal ballot to determine any issue or proposal.
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

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## **Part 5 – Miscellaneous**

### **44. Insurance**

The Association must effect and maintain appropriate insurance.

### **45. Funds – Source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **46. Funds – Management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, must be signed by any 2 members of the Committee of the Association, being members authorised to do so by the Committee.

### **47. Alteration of Objects and Rules**

The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.

### **48. Common Seal**

- (1) The common seal of the Association must be kept in the custody of the Public Officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the Public Officer or Secretary.

### **49. Custody of Books**

Except as otherwise provided by these rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

**50. Inspection of Books**

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

**51. Service of Notices**

(1) For the purpose of this Constitution, a notice may be served on or given to a member:

- (a) By delivering it to the member personally; or
- (b) By sending it by pre-paid post to the address of the member; or
- (c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the member for giving or serving the notice.

(2) For the purpose of this Constitution, a notice is taken, unless the contrary are proved to have been given or served:

- (a) In the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**52. Distribution Of Property On Winding Up**

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some other body or bodies, having objects similar to the objects of the Association and which prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this these rules. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

**53. Financial Year**

The New South Wales Fishing Clubs Association will conduct its financial affairs and administration reporting for the period 1st July to 30th June.

Appendix 1

(Clause 37(2))

FORM OF APPOINTMENT OF PROXY

I,.....of .....  
(full name) (address)

being the Delegate of .....  
(name of Division)

hereby appoint ..... of .....  
(full name of proxy) (address)

being a member of that Division, as my proxy to vote for and on behalf of the Division at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the.....day of.....  
(month and year)

and at any adjournment of that meeting.

- The proxy is authorised to vote in favor of/against (delete as appropriate) the resolution (insert details).

.....  
Signature of Delegate appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Division.

\* To be inserted if desired